

EXHIBIT D

**INDUSTRIAL DEVELOPMENT AUTHORITY
OF YORK COUNTY, VIRGINIA
YORKTOWN, VIRGINIA**

At a regular meeting of the Industrial Development Authority of York County, Virginia, held in the County Administrator's Conference Room, County Administrative Office Center, 224 Ballard Street, Yorktown, Virginia, on the 18th day of March, 2004:

<u>Present</u>	<u>Vote</u>
Bradley Berrane	Aye
H. Junior Coxton	Aye
Alex G. Llorente	Aye
Vernard E. Lockwood, II	Absent
L. Ronald Miller	Aye
A. Travis Quesenberry	Absent
R. Anderson Moberg	Aye

**A RESOLUTION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF
YORK COUNTY, VIRGINIA CONCURRING WITH THE ISSUANCE BY THE
ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF NORFOLK, OF
HOSPITAL FACILITY REVENUE AND REFUNDING BONDS IN AN AMOUNT
NOT TO EXCEED \$250,000,000 FOR THE BENEFIT OF SENTARA
HEALTHCARE TO INCLUDE A NEW ACUTE CARE HOSPITAL FACILITY AT
6601 MOORETOWN ROAD IN YORK COUNTY, VIRGINIA TO BE KNOWN AS
SENTARA WILLIAMSBURG REGIONAL MEDICAL CENTER**

WHEREAS, there has been described to the Industrial Development Authority of York County, Virginia (the Authority), the plans Sentara Healthcare (the Company) and the Economic Development Authority of the City of Norfolk (the Norfolk Authority) with respect to the following plan of finance the issuance of health care facilities revenue bonds in an amount not exceeding \$250,000,000 to assist the Company in undertaking the acquisition, construction and equipping of certain capital expenditures, including (i) a new hospital facility to be located at 600 Gresham Drive in the City of Norfolk adjacent to Sentara Norfolk General Hospital and dedicated to the treatment of cardiac patients, (ii) a new acute care hospital facility at 6601 Mooretown Road in York County, Virginia, to be known as Sentara Williamsburg Regional Medical Center, and (iii) a new patient beds tower at Sentara Virginia Beach General Hospital at 1060 First Colonial Road, Virginia Beach, Virginia, and to pay certain costs of issuance relating to the such bonds; and

WHEREAS, the above facilities will be owned by the Company, or Sentara Hospitals, and will be located in Virginia Beach, Virginia, Norfolk, Virginia, or York County, Virginia; and

WHEREAS, a public hearing with respect to the bonds as required by Virginia law and the Internal Revenue Code of 1986, as amended (the Code), was held by the Authority on March 18, 2004, and

WHEREAS, it has been represented to the Authority that the Norfolk Authority will hold a public hearing with respect to the bonds on March 24, 2004, and will adopt an approving resolution (the Norfolk Authority Resolution) with respect to the bonds on that date; and

WHEREAS, it has been represented to the Authority that the Company has elected to proceed with a plan of finance pursuant to which the bonds will sold to Citigroup Global Markets Inc.; and

NOW, THEREFORE, BE IT RESOLVED BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF YORK COUNTY, VIRGINIA:

1. It is hereby found and determined that the issuance of the bonds will benefit the inhabitants of York County and promote their safety, health, welfare, convenience and prosperity.

2. To assist the Company, the Authority hereby recommends that the Board of Supervisors of York County, Virginia (the Board), concur with the Norfolk Authority Resolution, the form of which has been presented at this meeting, as required by §15.2-4905 of the Code of Virginia of 1950, as amended (the Virginia Code), and hereby directs the Chairman or Vice Chairman of the Authority to submit to the Board the statement in the form prescribed by §15.2-4907 of the Virginia Code, a reasonably detailed summary of the comments expressed at the public hearing held by the Authority pursuant to §15.2-4906 of the Virginia Code, and a copy of this resolution.

3. All costs and expenses in connection with the financing plan shall be paid from the proceeds of the bonds to the extent permitted by law or from funds of the Company and the Authority shall have no responsibility therefor.

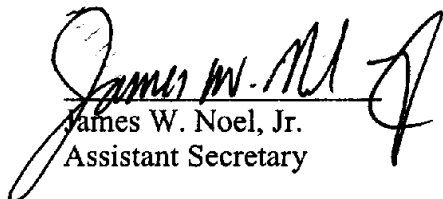
4. All acts of the officers of the Authority, which are in conformity with the purposes and intent of this resolution and in furtherance of the issuance and sale of the bonds, are hereby approved and confirmed.

5. The Authority's multi-jurisdictional fee policy shall apply to the bonds.

6. This resolution shall take effect immediately upon its adoption.

(SEAL)

A Copy Teste:


James W. Noel, Jr.
Assistant Secretary